

**MINOR FAMILY HOTELS, LLC
CONSENT OF SOLE MEMBER**

The undersigned, being the sole Member (the “Sole Member”) of Minor Family Hotels, LLC, a Virginia limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions by written consent pursuant to the Operating Agreement of Minor Family Hotels, LLC, dated August 16, 2007, and Section 13.1-1022(E) of the Virginia Limited Liability Company Act:

WHEREAS, the Sole Member has reviewed and had the opportunity to ask questions about the materials presented by the advisors of the Company regarding the liabilities and litigation pending against the Company, the alternatives available to it, and the impact of the foregoing on the Company;

WHEREAS, the Sole Member has had the opportunity to consult with the advisors of the Company to fully consider each of the alternatives available to the Company; and

WHEREAS, the Sole Member has determined that it is desirable that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT RESOLVED, that the Sole Member and any other person designated and so authorized to act by the Sole Member (each, an “Authorized Officer”) be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company to execute and verify the petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Western District of Virginia (the “Bankruptcy Court”) at such time as the Authorized Officer executing the petition shall determine; and be it further;

RESOLVED, that the Company is hereby authorized and directed to engage the law firm of Woods Rogers PLC, as general restructuring counsel, and DLA Piper LLP (US), as special counsel, to represent and assist the Company in its chapter 11 case and in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Company’s chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Woods Rogers PLC and DLA Piper LLP (US); and be it further;

RESOLVED, that the Company is hereby authorized and directed to engage any other professionals to assist the Company in its chapter 11 case and in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Company’s chapter 11

case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary in the opinion of such Authorized Officer; and be it further;

RESOLVED, that the Authorized Officers of the Company be, and each hereby is, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and be it further;

RESOLVED, that in connection with the commencement of the Company's chapter 11 case, the Authorized Officers of the Company be, and each hereby is, authorized and empowered, upon approval of the Bankruptcy Court, to cause the Company to enter into and to pledge, mortgage and grant a lien and security interest in its assets for a debtor-in-possession loan facility (the "DIP Facility") (including, in connection therewith, such mortgages, deeds of trust, security agreements, pledge agreements, and other documents, agreements or instruments as constitute exhibits or schedules to or are required pursuant to or contemplated by the DIP Facility, each, an "Additional Document"), to the extent applicable, primarily for the purpose of funding the administration of the chapter 11 case, on such terms and conditions as approved by the Bankruptcy Court, and to take such additional action and to execute and deliver each other Additional Document to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and be it further;

RESOLVED, that the DIP Facility and any mortgage and/or pledge associated with the DIP Facility is reasonably expected to be of direct or indirect benefit to the Company; and be it further;

RESOLVED, that any Authorized Officer and such other employees of the Company as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Facility, which shall in their sole judgment be necessary, proper or advisable; and be it further;

RESOLVED, that the Authorized Officers of the Company be, and each hereby is, authorized, empowered and directed to use in connection with the Company's chapter 11 case and in accordance with the provisions of the Bankruptcy Code any cash

collateral, with or without the consent or support of any counterparties to any agreement related to any such cash collateral; and be it further;

RESOLVED, that the Authorized Officers of the Company be, and each hereby is, authorized, empowered and directed to negotiate, execute and deliver agreements with regard to the use of cash collateral in connection with the Company's chapter 11 case and in accordance with the provisions of the Bankruptcy Code, including agreement(s) that may require the Company to grant liens and make payments the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto that are in accordance with the provisions of the Bankruptcy Code as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and be it further;

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and empowered on behalf of and in the name of the Company to execute such consents of the Company as such Authorized Officer considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and be it further;

RESOLVED, that any Authorized Officer and such other employees of the Company as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company to cause the Company to negotiate, enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, assignments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Company's business; and be it further;

RESOLVED, that each Authorized Officer be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company to (and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects): (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as each such Authorized Officer deems appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company in such form and substance as each such Authorized Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of each such Authorized Officer to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company any and all

agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as each such Authorized Officers deems appropriate or advisable in connection therewith, and (iii) do such other things as may be required, or as may in the judgment of the Authorized Officers be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby; and be it further;

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and empowered on behalf of and in the name of the Company to execute such consents of the Company as such Authorized Officer considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and be it further;

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the Sole Member of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned, being the Sole Member of the Company, has executed this consent on the 1st day of September 2010.

/s/ Halsey M. Minor

Name: Halsey M. Minor

Title: Member